

FILED
Western District of Washington
at Seattle

JAN 15 2010

U.S. Bankruptcy Court

The Honorable Karen A. Overstreet
Chapter 11
Hearing Location: 700 Stewart St., Rm 7206
Hearing Date: January 15, 2010
Hearing Time: 9:30 a.m.
Response Date: at time of hearing

**UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF WASHINGTON
AT SEATTLE**

In re

QL2 SOFTWARE, Inc.
316 Occidental Ave, S, Ste. 410
Seattle, WA 98104

Debtor.

Case No. 10- 10209

**ORDER AUTHORIZING DEBTOR TO PAY
PRE-PETITION WAGES, BENEFITS AND
WITHHOLDING AND CRITICAL VENDORS**

THIS MATTER having come on before the Court on the Application for Order Authorizing Debtor to Pay Pre-Petition Wages, Benefits and Withholding and certain Critical Vendors (the "Application") filed by QL2 Software, Inc. (the "Debtor" or "QL2"), and the Court having reviewed the Application, the Declaration of Scott Milburn, and the pleadings and papers herein, and having found good and sufficient cause for the granting of the relief requested in the Application, NOW THEREFORE, it is HEREBY ORDERED

(1) that the Debtor is hereby granted authority to pay ~~up to \$183,331.02~~ in prepetition payroll, benefits and taxes, ~~as well as prepetition contract amounts to its IT independent contractor, as attached hereto~~ ^{set forth on} Exhibit A;

(2) that the Debtor is hereby granted authority to pay the critical vendors in the total amount of \$68,495.19, as follows:

ORDER AUTHORIZING DEBTOR TO PAY PRE-PETITION WAGES, BENEFITS AND WITHHOLDING AND CRITICAL VENDORS- 1
#736694 v1 / 40548-001

Law Offices
KARR TUTTLE CAMPBELL
A Professional Service Corporation

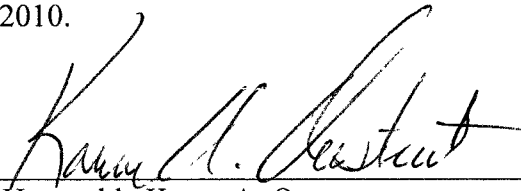
1201 Third Avenue, Suite 2900, Seattle, Washington 98101-3028
Telephone (206) 223-1313, Facsimile (206) 682-7100

ORIGINAL

| Vendor | Total |
|-------------------------------|---------------------|
| Adhost Internet | 8,770.00 |
| Cascade Broadband, LLC | 29,055.48 |
| Internap Network Services | 25,555.61 |
| First Insurance Funding Group | 3,904.10 |
| Travelers | 1,210.00 |
| TOTAL | \$ 68,495.19 |

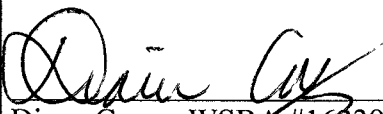
KAO

DATED this 15th day of January 2010.


 The Honorable Karen A. Overstreet
 United States Bankruptcy Judge

Presented by:

KARR TUTTLE CAMPBELL


 Diana Carey, WSBA #16239
 George S. Treperinas, WSBA #15434
 Attorneys for Debtor-in-Possession,
 QL2 Software, Inc.

ORDER AUTHORIZING DEBTOR TO PAY PRE-
 PETITION WAGES, BENEFITS AND WITHHOLDING
 AND CRITICAL VENDORS- 2
 #736694 v1 / 40548-001

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| Employee | Gross Payroll Jan 1-11 | Contractor | Contract Amt Jan 1-11 | | |
|--------------------|---------------------------|--|--------------------------|-------------------------------|-----|
| Aldrich, Russell | 6,363.64 | Blue Gecko, IT Contractor | 7,290.00 | | KTD |
| Anderson, Trevor | 1,723.49 | | | | |
| Baker, Gregory | 1,531.25 | Employ. Related Expenses | Jan1-11 | | |
| Bankston, Lauren | 2,916.67 | International Parking Mgt, Inc. | 7,050.00 | employee parking | KTD |
| Bertrand, Jeffrey | 2,916.66 | Nationwide Trust Company, FSB | 6,986.75 | employee 401(k) contributions | |
| Bishop, Scott | 1,060.61 | WAHIT | 22,883.44 | employee health insurance | |
| Bozeman, Kerri | 4,772.73 | The Hartford - Priority Accounts | 1,596.86 | employee life & disability | |
| Bremer, Dale | 1,988.64 | | 38,517.05 | | |
| Brown, Ari | 2,121.21 | | | | |
| Burgin, Joshua | 2,837.12 | | | | |
| Campbell, Paul | 3,977.27 | | | | |
| DeCamillo, Jodi | 928.03 | | | | |
| Dechen, Christina | 1,392.05 | | | | |
| Doyle, Nathan | 1,643.94 | | | | |
| Elliott, Derrick | 1,988.64 | | | | |
| Ghazal, Mark | 3,977.27 | | | | |
| Hausler, Rosemary | 4,454.55 | | | | |
| Hill, Justin | 2,651.52 | | | | |
| Jacobs, Jeffrey | 1,604.16 | | | | |
| Jantzen, David | 3,181.82 | | | | |
| Jones, Timothy | 2,518.94 | | | | |
| Judd, Daniel | 1,590.91 | | | | |
| Khanna, Mahesh | 24,095.67 | #10,950 | | | KTD |
| Klassen, Chris | 2,863.64 | | | | |
| Knight, Franklin | 3,309.09 | | | | |
| Koh, Seung | 1,392.05 | | | | |
| Latimer, Peter | 2,447.45 | | | | |
| Li, Sin Ming | 1,909.09 | | | | |
| Martz, Alethea | 2,253.79 | | | | |
| McCabe, James | 2,651.52 | | | | |
| McFeely, David | 2,625.00 | | | | |
| Meyer, Tara | 1,458.34 | | | | |
| Milburn, Scott | 5,303.03 | | | | |
| Neely, John | 2,439.40 | | | | |
| Porter, Sarah | 1,272.73 | | | | |
| Pusztai, Blake | 1,590.91 | | | | |
| Reed, Susan | 3,977.27 | | | | |
| Safford, Thomas | 2,200.76 | | | | |
| Sandison, Shayne | 1,378.79 | | | | |
| Saxer, Martin | 3,049.24 | | | | |
| Shornal, Lyudmila | 1,856.06 | | | | |
| Smith, Dale | 3,181.82 | | | | |
| Stiglic, Angelique | 1,447.73 | | | | |
| Taylor, Eric | 1,531.25 | | | | |
| Thomassie, Sean | 1,670.45 | | | | |
| Williams, Adam | 2,020.45 | | | | |
| Zhao, Cen | 1,458.34 | | | | |
| | 137,524.97 | | | | |
| | #126,574.97 | | | | KTD |

EX. A